

Exhibit 002

WAUSA Opposition to Motion to Compel Plaintiff's  
Interrogatories Set 2, excerpts, with Exhibits 1 – 10

**IN THE U.S. DISTRICT COURT FOR MARYLAND,  
SOUTHERN DIVISION**

BEYOND SYSTEMS, INC. )  
Plaintiff )  
v. ) Case No. PJM 08 cv 0921  
WORLD AVENUE USA, LLC, et al. )  
Defendants )  
 )

**DEFENDANT WORLD AVENUE USA, LLC'S OPPOSITION TO  
PLAINTIFF'S MOTION FOR ORDER TO COMPEL DEFENDANT WAUSA TO  
PROVIDE COMPLETE ANSWERS TO PLAINTIFF'S SECOND SET OF  
INTERROGATORIES**

Defendant World Avenue USA, LLC (“WAUSA”) hereby submits its Opposition to Plaintiff’s Beyond Systems, Inc.’s (“BSI”) Motion for Order to Compel Defendant WAUSA to Provide Complete Answers to Second Set of Interrogatories (“Motion to Compel”), and states:

## I. Introduction.

BSI’s Motion to Compel further responses to its Second Set of Interrogatories is an attempt to get an impermissible **sixth** “bite at the apple” on several Court Orders that have carefully circumscribed the scope of discovery in this case. BSI’s transgressions fall into four categories. First, BSI takes another shot at having the Court revisit its previously-established definition of the word “You,” and require WAUSA to respond to all entities in existence that may have any conceivable relationship with it. Second, BSI takes a **fifth** bite at the apple on the series of four Court Orders that confine it to discovery of facts concerning the 41 domain names at issue. Third, BSI takes another shot at trying to require responses to discovery regarding the alleged violations of Florida law and Maryland law, when it elected to provide that promised information by deposition, which has not yet occurred. Fourth, BSI

tries to “get blood from a stone” and demand additional information where WAUSA has stated it has provided a complete answer.

In the process, BSI has filed its Motion and Memorandum of Law full of rhetoric that evidence has been withheld, but which is short on proof that documents or information exist that is being withheld. Because the evidence is missing, WAUSA has no obligation to provide further information. Notwithstanding, WAUSA will be providing supplemental answers to certain of the Interrogatories.

## **II. BSI Misstates The Facts.**

### **A. BSI Incorrectly Describes The Corporate History Of The Defendant, World Avenue USA, LLC.**

BSI incorrectly describes the corporate history of Defendant World Avenue USA, LLC, a Delaware limited liability company, all of which is available in the public records of the States of Florida and Delaware.

NiuTech was an unincorporated business that came into existence on January 1, 2001 in the State of North Carolina. *See* Exhibit 1, p. 3 (Certificate of Conversion of NiuTech, LLC). On December 24, 2002 at 12:34 p.m., a Certificate of Conversion was filed with the State of Florida Division of Corporations to convert NiuTech from an unincorporated business in North Carolina to a Florida limited liability company called NiuTech, LLC. *Id.* On that date, NiuTech, LLC filed its Articles of Organization with the State of Florida Division of Corporations. *Id.* The identifier at the top of the filing was L02000034730. *Id.*

On June 26, 2006 at 2:14 p.m., a company called World Avenue USA, LLC was formed under the laws of the State of Delaware as a limited liability company and given Secretary of State File Number 4181161. *See* Composite Exhibit 2 (Certificate of Good Standing for TheUseful, LLC and Certificate of Formation filed June 26, 2006). This entity

is *not* the Defendant in this case. A Delaware corporation's file number is a unique identifier, similar to a "VIN" number for an automobile. It is the first number on the bottom left corner of the attached Certificates of Good Standing (*id.*, p. 1) and the top right corner of the Certificate of Formation (*id.*, p. 2). When a Delaware corporation changes its name, it retains the same file number.

On June 29, 2006 at 9:13 a.m., a Certificate of Merger was filed with the State of Delaware that merged NiuTech, LLC, a Florida limited liability company, into World Avenue USA, LLC, a Delaware limited liability company bearing File Number 4181161, as the surviving company and identified with File Number **4181161**. *See* Composite Exhibit 2 and Exhibit 3 (Certificate of Merger filed June 29, 2006). Thus, NiuTech, LLC, the Florida limited liability company, was merged into World Avenue USA, LLC, the Delaware limited liability company bearing File Number 4181161. *Id.* On June 29, 2006 at 8:53 a.m., the Articles of Merger were filed with the State of Florida identifying NiuTech, LLC, bearing Florida document #L02000034730 as being merged into World Avenue USA, LLC, Delaware File # **4181161**. *See* Exhibit 4.

Following this transaction, the corporate status of NiuTech, LLC was shown in the records of the State of Florida Division of Corporations as "inactive" because it had "merged." *See* Exhibit 5, p. 1.

On August 9, 2006 at 9:16 a.m., World Avenue USA, LLC (Delaware File Number **4181161**) filed an Application by Foreign Limited Liability Company For Authorization to Transact Business in Florida. *See* Exhibit 6.

On September 19, 2006 at 2:13 p.m., World Avenue USA, LLC -- the Delaware limited liability company registered with the file number **4181161** -- changed its name to

TheUseful, LLC in the records of the Delaware Department of Corporations. *See Exhibit 7* (Certificate of Amendment of Certificate of Formation). The Delaware Department of Corporations document reflecting the prior change of name in Delaware was filed with the State of Florida Division of Corporations on September 21, 2006 at 10:20 a.m. *See Exhibit 8.*

The named Defendant in this case, World Avenue USA, LLC, is a Delaware limited liability company formed on September 21,<sup>1</sup> 2006 at 11:51 a.m. and given Secretary of State file number **4223730** (“WAUSA”). *See* Composite Exhibit 9 (Delaware Certificate of Formation and Delaware Certificate of Good Standing for World Avenue USA, LLC). At the time the Defendant was formed, there was no entity in Delaware or Florida called World Avenue USA, LLC. It was the only World Avenue USA, LLC as of September 21, 2006 because the Delaware records had been updated on September 19, 2006. On September 25, 2006 at 9:04 a.m., World Avenue USA, LLC filed an Application by Foreign Limited Liability Company For Authorization To Transact Business in Florida. *See Exhibit 10.*

On April 11, 2008, BSI filed this case naming World Avenue USA, LLC, at which time the only entity named World Avenue USA, LLC was the entity bearing File Number **4223730** and formed on September 21, 2006. All of the foregoing transactions are contained in the public record.<sup>2</sup>

---

<sup>1</sup> WAUSA has one Certification from the State of Delaware suggesting a formation date of September 22<sup>nd</sup> (*see Exhibit 10, p. 7*) and one identifying a precise time of September 21, 2006 at 11:51 a.m. (*see Composite Exhibit 9, pp. 1-2*). For the avoidance of doubt, WAUSA refers to the more precise record of formation.

<sup>2</sup> BSI makes much ado about an averment in WAUSA’s Answer about it being a successor to NiuTech. For the avoidance of any doubt, these facts are now explained in detail above. WAUSA intends to file an Amended Answer to reflect these facts. In fact, by Order dated September 10, 2009 at DE 105, the Court granted permission for WAUSA to file an Amended Answer, but WAUSA did not file a separate Answer, and is still entitled to do so now. In the

**B. WAUSA Has Accurately Responded To Discovery That It Provides No Services That Are At Issue In This Case.**

WAUSA has previously provided to BSI sworn Interrogatory Answers averring that:

- “WAUSA and no Sister Company or parent company to WAUSA transmitted the E-Mails At Issue;”
- “WAUSA did not, and based on this investigation, and to the best of WAUSA’s knowledge, no other Sister Company of WAUSA received or paid any compensation as a result of any of the E-Mails At Issue;”
- “WAUSA does not engage in the transmission of commercial e-mail;”
- “WAUSA does not contract with outside sponsors, contractors, sub-contractors, advertisers, ad networks, affiliates, publishers, or vendor[s] to send e-commercial e-mail on behalf of WAUSA”;
- “WAUSA did not enter into any contracts or agreements with any Person relating to the E-Mails At Issue;”
- “WAUSA did not pay, agree to pay, receive, or expect to receive any funds relating to the E-Mails At Issue;”
- “WAUSA does not control, run, operate, or pay any third party to send commercial e-mail on its behalf;”
- “WAUSA has not owned, operated, controlled, or registered any trade names or fictitious names...;”
- “WAUSA does not offer products via internet advertising or commercial e-mail.”

*See* WAUSA’s Answers to BSI’s First Set of Interrogatories, pp. 16, 19, 21, 22, 24, 25, 27, 29, 38, 39, 40, 41, 43, 45, 46, 49. Despite this sworn proof that WAUSA was not involved with the e-mails that are the subject of this case (the “E-Mails At Issue”), BSI has served an unsworn and uncorroborated series of assertions, styled as a Motion, claiming that more responsive information *must* exist because WAUSA *must* be involved with the E-Mails At Issue.

---

interest of judicial economy, WAUSA may do so in the event that the Court grants leave to BSI to amend its Amended Complaint at the November 29<sup>th</sup> hearing.

Absent from BSI's Motion is any reference to any of the responsive documents produced or information, albeit unpalatable and inconvenient to BSI, provided in response to the Interrogatories.

The law is clear. When a party denies that it has responsive information to a discovery request, the requesting party has an evidentiary burden to show that indeed responsive information does exist. *Sonnino v. University of Kansas Hospital Authority*, 220 F.R.D. 633, 640 (D. Kan. 2004); *Siggers v. Campbell*, Case No. 07-12495, 2009 WL 3125471, at \*1, \*6 (E.D. Mich. Sept. 25, 2009); *Scquare Int'l, Ltd. v. BBDO Atlanta, Inc.*, Case No. 1:04-CV-0641-JEC, 2008 WL 228032, at \*1, \*4 (N.D. Ga. 2008) (unpublished). BSI's hollow rhetoric does not satisfy its burden.<sup>3</sup>

### **III. BSI's Instructions and Definitions Are Improper.**

#### **A. WAUSA's Objection to Instruction 7 Should Be Sustained Because WAUSA Has No Obligation To Update Interrogatory Answers Each Time BSI Produces An E-Mail.**

WAUSA objected to Instruction 7 on the ground that, in the future, it obligated WAUSA to supply a new Interrogatory Answer every time BSI produced new documents. This is not a case of supplementing an existing Answer. Instead, this is a question of answering an entirely new question about an entirely new e-mail each time BSI deigns to produce one. BSI cites neither cases or other authorities interpreting Rules 26 or 33 to place this burden on a party.

#### **B. WAUSA Agrees That Both Parties Should Produce Privilege Logs.**

At page 3, BSI demands a Privilege Log for the documents. WAUSA agrees with BSI. BSI has not done so either at this point, and the parties can work out the timing of the exchange of Privilege Logs without the need for court intervention.

---

<sup>3</sup> Consistent with the Court's Order of September 23, 2010 that all parties should certify to final discovery responses, WAUSA is reviewing several interrogatory answers and identifies herein those as to which it may supplement in compliance with said Order as amended to provide additional time to comply.

**C. WAUSA Is Under No Obligation To Produce Documents In Native Format Where The Native Format Cannot Be Located.**

BSI complains of a failure to produce documents in native format, but cites to no evidence that WAUSA has the documents in native format and is not producing them. For example, it complains that WAUSA's response about an Attorney General investigation is "grossly" incomplete. However, BSI fails to identify what is missing. The only documents that BSI does refer to were adjudicated to be trade secrets in another action, and will be submitted as part of the privilege log.

**D. BSI's Overbroad Definition Of The Word "You" Has Been Overruled By This Court.**

BSI an oppressive definition of the word "*You*" that would encompass in its path any entity that is conceivably related to WAUSA. BSI contends that, because it has propounded an overbroad definition of the word "*You*" in its discovery, it should be permitted free reign to obtain information related to distantly-related companies to WAUSA -- regardless of whether such information relates to WAUSA having transmitted the E-Mails At Issue to BSI. The Court established limits on BSI's attempts to define the word "*You*" in its discovery to include a myriad of other entities in a June 2, 2010 Order:

The Court finds the Local Rules of the Court instructive on this issue. The Court requires Defendant to provide responsive information in the hands of its officers, directors, employees, agents, representatives and attorneys. See Appendix D, Standard Interrogatories, Local Rules of the United States District Court for the District of Maryland.

BSI tries to enhance its prior argument by contending that it may discover the same information about related entities to WAUSA if it simply asserts that such parties are "agents" of WAUSA without further showing. BSI ignores WAUSA's sworn Interrogatory Answers stating that it does not contract with affiliates or otherwise engage them as agents

and does not engage in commercial e-mail. The key to the word “agents” is that the third party must have the right to a) legally bind the principal to new obligations; b alter existing contractual relationships; and c) the obligation to act in the interests of the principal ahead of its own. It is axiomatic that since WAUSA does not engage in commercial email in the first place, by definition, there will be no evidence of any Sister Company to WAUSA acting as its “agent” for such purposes.

Moreover, the discovery inquiring about other companies is irrelevant to this case. The touchstone of discovery is whether it is “relevant to any party’s claim or defense.” *See* Fed. R. Civ. P. 26(b)(1).<sup>4</sup> “Relevant” evidence is that evidence “having any tendency to make the existence of any fact that is of consequence to the determination of the action more probable or less probable than it would without the evidence.” *See* Fed. R. Evid. 401. BSI’s discovery will not make it “more probable or less probable” that WAUSA transmitted the E-Mails At Issue, but is instead using this litigation as a fulcrum to churn up further purported claims against other parties and to further delay WAUSA’s day in court to prove that it did not transmit the E-Mails At Issue. Such an abuse of the court system should not be tolerated.

To be clear, WAUSA has provided information in its possession, custody, or control about other companies that are related to it, including its parent company and all of the other subsidiaries of its parent company. WAUSA is a subsidiary of co-Defendant Holdings. WAUSA has provided Answers about its parent company, Holdings, in, *inter alia*, Interrogatory Answers 1 and 7. For ease of reference, WAUSA has referred to the other subsidiaries of Holdings as “Sister Companies.” *See* Interrogatory Answer 4, p. 10. WAUSA has provided (or will provide) information about Sister Companies in, *inter alia*, Interrogatory Answers 1, 2, 3, 4, 6, 7, 11, 13, 25, 26, 28, 29, 32.

---

<sup>4</sup> *See Wong v. Thomas*, 2008 WL 4224923, 05-2588, at \*3 (D. N.J., Sept. 10, 2008) (internal citation omitted).

Pages 11-26 omitted from this exhibit,  
containing excerpts only

## **EXHIBIT 1**

LO2000034730

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

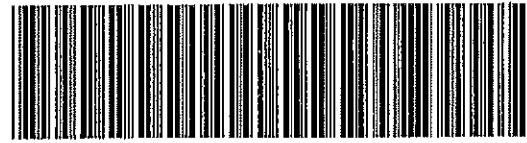
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100009554001

RECEIVED  
02 DEC 24 PM 12:25  
FLORIDA STATE  
PENITENTIARY  
DEPARTMENT OF CORRECTIONS  
TALLAHASSEE, FLORIDA

02 DEC 24 PM 12:34  
FILED

02 DEC 24 PM 12:34  
FILED

LO2000034730  
12/24/10

**FLORIDA FILING & SEARCH SERVICES, INC.**  
**P.O. BOX 10662 TALLAHASSEE, FL 32302**  
**PHONE: (850) 668-4318 FAX: (850) 668-3398**

---

DATE: 12-24-02

NAME: NUTECH, LLC

TYPE OF FILING: CONVERSION/LLC

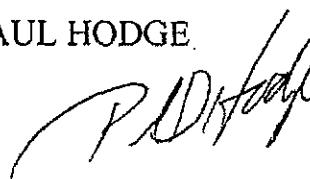
COST:

RETURN:

---

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



02 DEC 24 PM12:35  
FLORIDA STATE  
LAW LIBRARY  
TALLAHASSEE, FLORIDA

FILED

02 DEC 24 PM12:35

RECEIVED  
02 DEC 24 PM12:25  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

**FIRST:** The name of the unincorporated business immediately prior to filing this document was:

NiuTech LLC

**SECOND:** The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

A. Date: January 1, 2001

B. Jurisdiction: North Carolina

C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: not applicable

**THIRD:** The name of the limited liability company as set forth in the attached articles of organization is:

NiuTech, LLC



Signature of a Member or an Authorized Representative of a Member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

NiuNiu Ji

Typed or Printed Name of Signer

### FILING FEES:

\$100.00 Filing Fee for Articles of Organization  
\$ 25.00 Filing Fee for Registered Agent Designation  
\$ 25.00 Filing Fee for Certificate of Conversion  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

02 DEC 24 PM12:35

FILED

DEC-25-2002 11:21

TRANS STATE TITLE BOCA

5619951446 P.03/07

**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**Article I – Name:**

The name of the Limited Liability Company is: NuTech, LLC.

## Article II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 21706 Cromwell Circle, Boca Raton, FL 33486.

**Article III – Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered are:

Homer P. Appleby  
3245 Saint James Drive  
Boca Raton, FL 33434

Having been named as registered agent and to accept service of process for the above limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Registered Agent / Signature

#### **Article IV – Effective Date:**

The date on which this Limited Liability Company shall be effective is: December 3, 2002.

**Signature of Member**

(In accordance with section 609.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

## Niupiu Ji amongst of 1177

02 DEC 24 1962  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## **EXHIBIT 2**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "THEUSEFUL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SIXTH DAY OF JUNE, A.D. 2006, AT 2:14 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF JUNE, A.D. 2006, AT 9:13 O'CLOCK A.M.

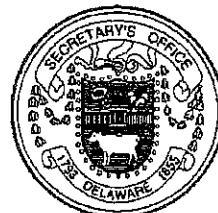
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "WORLD AVENUE U.S.A., LLC" TO "THEUSEFUL, LLC", FILED THE NINETEENTH DAY OF SEPTEMBER, A.D. 2006, AT 2:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "THEUSEFUL, LLC".

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4181161 8310

090688511



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7411293

DATE: 07-10-09

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:28 PM 06/26/2006  
FILED 02:14 PM 06/26/2006  
SRV 060611480 - 4181161 FILE

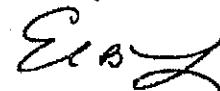
CERTIFICATE OF FORMATION

OF

WORLD AVENUE U.S.A., LLC

1. The name of the limited liability company is WORLD AVENUE U.S.A., LLC.
2. The address of its registered office in the State of Delaware is 615 South Dupont Highway, City of Dover, County of Kent. The name of its registered agent at such address is CorpDirect Agents, Inc..

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation of WORLD AVENUE U.S.A.. LLC this 22<sup>nd</sup> day of June, 2006.



Authorized Person  
Ed B. Lary

## **EXHIBIT 3**

**State of Delaware**  
**Certificate of Merger of a Foreign Limited Liability Company**  
**into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**FIRST:** The name of the surviving Limited Liability Company is WORLD AVENUE U.S.A., LLC, a Delaware Limited Liability Company.

**SECOND:** The name of the Limited Liability Company being merged into this surviving Limited Liability Company is NIUTECH, LLC. The jurisdiction in which this Limited Liability Company was formed is Florida.

**THIRD:** The Agreement of Merger has been approved and executed by both Limited Liability Companies.

**FOURTH:** The executed agreement of merger is on file at 6001 Broken Sound Parkway, Suite 200, Boca Raton, FL 33487.

**FIFTH:** A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 28<sup>th</sup> day of June, 2006.

**WORLD AVENUE U.S.A., LLC,**  
a Delaware limited liability company

By: NiuPercent, Inc.,  
a Florida corporation, Member

By: Niuniu Ji  
Niuniu Ji, President

Dated: June 28, 2006

Niuniu Ji  
Niuniu Ji, Member

## **EXHIBIT 4**

JUN-29-05 07:48AM

FROM: Greenberg Traurig, P.A.

6816387.00

T-028 P.001/006 5-20

02000034730

Florida Department of State  
 Division of Corporations  
 Public Access System

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H060001694023)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.  
 Doing so will generate another cover sheet.

To:  
 Division of Corporations  
 Fax Number : (850) 205-0380

From:  
 Account Name : GREENBERG TRAURIG (WEST PALM BEACH)  
 Account Number : 075201001473  
 Phone : (561) 650-7900  
 Fax Number : (561) 655-6222

2006 JUN 29 AM 8:53  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

## MERGER OR SHARE EXCHANGE

World Avenue U.S.A., LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$113.75

86.00

RECEIVED

RECEIVED  
FLORIDA SECRETARY OF STATE

06 JUN 29 AM 8:53

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.sunbiz.org/scripts/efilecovr.exe>02-34730  
d  
6/29/2006

JUN-28-06 07:48AM FROM-Greenberg Traurig, P.A.

5612887089

T-925 P-002/006 F-020

(((H06000169402 3)))

## STATE OF FLORIDA

## STATE OF DELAWARE

## ARTICLES OF MERGER

by and between

02-34730  
 NiuTech, LLC, a Florida limited liability company  
 and  
 World Avenue U.S.A., LLC, a Delaware limited liability company

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes and pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**FIRST:** The name, principal address, jurisdiction and entity type of the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NiuTech, LLC 6001 Broken Sound Parkway, Suite 200 Boca Raton, FL 33487	Florida	Limited Liability Company Florida Document # #L02000034730

**SECOND:** The exact name, principal address, jurisdiction and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
World Avenue U.S.A., LLC 6001 Broken Sound Parkway, Suite 200 Boca Raton, FL 33487	Delaware	Limited Liability Company Delaware File #4181161

**THIRD:** The attached Agreement and Plan of Merger was approved by both the domestic limited liability company and foreign limited liability company that are parties to the merger.

**FOURTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of either limited liability company that is a party to the merger.

**FIFTH:** The merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State and the Delaware Department of State.

(((H06000169402 3)))

BOC-FS1404466v0289754.010100

2006 JUN 29 AM  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 #L02000034730

FILED

JUN-29-06 07:49AM FROM-Greenberg Traurig, P.A.

5512387099

T-825 P-003/006 F-020

((H06000169402 3)))

**SIXTH:** The Articles of Merger comply with and were executed in accordance with the laws of the states of Florida and Delaware.

**SEVENTH:** Signature(s) for each party.

NIUTECH, LLC, a Florida limited liability company

By: NiuPercent, Inc.,  
a Florida corporation, Member

By: Niuniu Ji  
Niuniu Ji, President

Dated: June 28, 2006

WORLD AVENUE U.S.A., LLC,  
a Delaware limited liability company

By: NiuPercent, Inc.,  
a Florida corporation, Member

By: Niuniu Ji  
Niuniu Ji, President

Dated: June 28, 2006

Niuniu Ji  
Niuniu Ji, Member

Dated: June 28, 2006

2006 JUN 29 AM 8:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

((H06000169402 3)))

BOC-F31404456v02189754.010100

2

JUN-23-05 07:50AM FROM-Greenberg Traurig, P.A.

5513387008

T-925 P.004/005 F-020

((H06000169402 3)))

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 28<sup>th</sup> day of June, 2006, by and between NIUTECH, LLC, a Florida limited liability company (hereinafter sometimes referred to as the "Merged LLC"), and WORLD AVENUE U.S.A., LLC, a Delaware limited liability company (the "Surviving Company"). The Merged LLC and the Surviving Company are hereinafter sometimes referred to as the "Constituent Entities."

### WITNESSETH:

WHEREAS, the parties desire that the Merged LLC merge into the Surviving Company in a manner which conforms to Section 608.438, Florida Statutes and Chapter 6, Section 18-209, Delaware Statutes.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

1. Merger. The Merged LLC shall merge into the Surviving Company in accordance with the laws of the State of Florida and the State of Delaware.

2. Effective Date. The Merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State and the Delaware Department of State (the "Effective Date").

3. Rights of the Surviving Company. Upon the Effective Date: (a) the Merged LLC and the Surviving Company shall become a single limited liability company and the separate existence of the Merged LLC shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged LLC which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged LLC, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged LLC shall vest in the Surviving Company without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged LLC shall not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of the Constituent Entities shall be unimpaired; the Surviving Company shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Entities; and all debts, liabilities and obligations of the respective Constituent Entities shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Entities; and (d) without limitation of the foregoing provisions of this Section 3, all limited liability company acts, plans, policies, contracts, approvals and authorizations of the Constituent Entities, their members, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans, policies,

((H06000169402 3)))

BOC-FS11404466v0289754.010100

1

JUN-29-06 07:50AM FROM-Greenberg Traurig, P.A.

5513387008

T-925 B 005/006 E-070

((E06000169402 3)))

contracts, approvals and authorizations of the Surviving Company as they were with respect to the Constituent Entities.

4. Articles of Organization, Operating Agreement, Manager and Officers of Surviving Company. Upon the Effective Date: (a) the Articles of Organization of the Surviving company shall continue as the Articles of Organization of the Surviving Company until amended in the manner provided by law; (b) the Operating Agreement of the Surviving company shall continue as the Operating Agreement of the Surviving Company until amended in the manner provided by law; and (c) the Manager and Officers of the Surviving Company shall remain the officers and directors of the Surviving Company.

## 5. Conversion of Membership Interest.

a. The Merged LLC has two members: Niuniu Ji and Niupercents, Inc., a Florida corporation; and

b. The Surviving Company has two members: Niumu Ji and Niupercents, Inc., a Florida corporation.

At the Effective Time, the membership interest of the sole member of the Merged LLC shall, by virtue of the Merger and without any action on the part of the Merged LLC or the member thereof, cease to exist. The issued Membership Interests of the Surviving Company shall not be converted in any manner. The only membership interest of the Surviving Company authorized immediately prior to the Effective Time will remain authorized from and after the Effective Time.

6. Appointment of Agent for Service of Process. The Merged LLC and the Surviving Company appoint CorpDirect Agents, Inc., whose address is 515 East Park Avenue, Tallahassee, Florida, 32301 and 615 South DuPont Highway, Dover, Delaware, 19901, to accept service of process for any legal action in Florida or Delaware against either company, with a copy of such process to be mailed to Marvin A. Kirsner, Esq., c/o Greenberg Traurig, P.A., 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486.

7. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

8. Waivers and Amendments. This Agreement may not be amended, modified, superseded, canceled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

10. Headings. The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

((E106000169402 3)))

BOCA RIS 140445910248734.010100

1

JUN-29-06 07:50AM FROM-Greenberg Traurig, P.A.

6619387096

T-925 P-008/008 F-020

((H06000169402 3)))

11. Severability of Provisions. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

12. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

**MERGING LIMITED LIABILITY COMPANY:**

NIUTECH, LLC, a Florida limited liability company

By: NiuPercent, Inc., a Florida corporation, Member

By:

*Niumiu Ji*  
Niumiu Ji, President

*Niumiu Ji*  
Niumiu Ji, Member

**SURVIVING COMPANY:**

WORLD AVENUE U.S.A., LLC, a Delaware limited liability company

By: NiuPercent, Inc., a Florida corporation, Member

By:

*Niumiu Ji*  
Niumiu Ji, President

*Niumiu Ji*  
Niumiu Ji, Member

2006 JUN 29 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

((H06000169402 3)))

BOC-F51W404468v02189754.010100

3

## **EXHIBIT 5**

**FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS**[Home](#)[Contact Us](#)[E-Filing Services](#)[Document Searches](#)[Forms](#)[Help](#)[Previous on List](#) [Next on List](#) [Return To List](#)[Events](#)[No Name History](#)

## Detail by Entity Name

### Florida Limited Liability Company

NIUTECH, LLC

#### Filing Information

Document Number L02000034730

FEI/EIN Number 260004483

Date Filed 12/24/2002

State FL

Status INACTIVE

Last Event MERGED

Event Date Filed 06/29/2006

Event Effective Date NONE

#### Principal Address

6001 BROKEN SOUND PARKWAY  
SUITE 200  
BOCA RATON FL 33487

Changed 01/16/2005

#### Mailing Address

6001 BROKEN SOUND PARKWAY  
SUITE 200  
BOCA RATON FL 33487

Changed 01/16/2005

#### Registered Agent Name & Address

APPLEBY, HOMER P  
C/O APPLEBY LAW  
5255 N. FEDERAL HIGHWAY  
BOCA RATON FL 33487 US

Address Changed: 02/15/2006

#### Manager/Member Detail

##### Name & Address

Title MGRM

JI, NIUNIU  
6001 BROKEN SOUND PARKWAY SUITE #200  
BOCA RATON FL 33487 US

#### Annual Reports

##### Report Year Filed Date

2005	01/16/2005
2006	01/10/2006
2006	02/15/2006

### Document Images

<a href="#">06/29/2006 -- Merger</a>	<a href="#">View image in PDF format</a>
<a href="#">02/15/2006 -- ANNUAL REPORT</a>	<a href="#">View image in PDF format</a>
<a href="#">01/10/2006 -- ANNUAL REPORT</a>	<a href="#">View image in PDF format</a>
<a href="#">01/16/2005 -- ANNUAL REPORT</a>	<a href="#">View image in PDF format</a>
<a href="#">09/13/2004 -- Amendment</a>	<a href="#">View image in PDF format</a>
<a href="#">01/14/2004 -- ANNUAL REPORT</a>	<a href="#">View image in PDF format</a>
<a href="#">03/17/2003 -- ANNUAL REPORT</a>	<a href="#">View image in PDF format</a>
<a href="#">12/24/2002 -- Florida Limited Liabilities</a>	<a href="#">View image in PDF format</a>

**Note:** This is not official record. See documents if question or conflict.

[Previous on List](#)   [Next on List](#)   [Return To List](#)

[Entity Name Search](#)

[Events](#)   **No Name History**

[| Home](#) | [Contact us](#) | [Document Searches](#) | [E-Filing Services](#) | [Forms](#) | [Help](#) |

Copyright © and Privacy Policies  
State of Florida, Department of State

## **EXHIBIT 6**

**FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS**[Home](#)[Contact Us](#)[E-Filing Services](#)[Document Searches](#)[Forms](#)[Help](#)[Previous on List](#) . [Next on List](#) . [Return To List](#)[Events](#)[Name History](#)

## Detail by Entity Name

### Foreign Limited Liability Company

THEUSEFUL, LLC

#### Filing Information

Document Number M06000004410

FEI/EIN Number 260004483

Date Filed 08/09/2006

State DE

Status ACTIVE

Last Event LC NAME CHANGE

Event Date Filed 09/21/2006

Event Effective Date NONE

#### Principal Address

1613 NW 136TH AVE, SUITE 100  
SUNRISE FL 33323

Changed 11/07/2007

#### Mailing Address

1613 NW 136TH AVE, SUITE 100  
SUNRISE FL 33323

Changed 11/07/2007

#### Registered Agent Name & Address

CORPDIRECT AGENTS, INC.  
515 EAST PARK AVENUE  
TALLAHASSEE FL 32301 US

#### Manager/Member Detail

##### Name & Address

Title MGRM

WORLD AVENUE HOLDINGS, LLC  
1613 NW 136TH AVENUE, SUITE 100  
SUNRISE FL 33323

#### Annual Reports

##### Report Year Filed Date

2008 02/05/2008

2009 02/10/2009

2010 03/02/2010

**Document Images**

03/02/2010 -- ANNUAL REPORT	<a href="#">View image in PDF format</a>
02/10/2009 -- ANNUAL REPORT	<a href="#">View image in PDF format</a>
02/05/2008 -- ANNUAL REPORT	<a href="#">View image in PDF format</a>
04/20/2007 -- ANNUAL REPORT	<a href="#">View image in PDF format</a>
09/21/2006 -- LC Name Change	<a href="#">View image in PDF format</a>
08/09/2006 -- Foreign Limited	<a href="#">View image in PDF format</a>

**Note:** This is not official record. See documents if question or conflict.

[Previous on List](#)   [Next on List](#)   [Return To List](#)

[Events](#)   [Name History](#)

[| Home](#) | [Contact us](#) | [Document Searches](#) | [E-Filing Services](#) | [Forms](#) | [Help](#) |

Copyright © and Privacy Policies  
State of Florida, Department of State

MO6000004410

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:



Office Use Only



700078162457

08/10/06--01001--011 \*\*\*155.00

**FILED**

**RECEIVED**

06 AUG -9 AM 9:16  
06 AUG -9 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

06 AUG -09 AM 9:16  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CONTACT:** KATIE WONSCH

**DATE:** 08/09/06

**REF. #:** 000466.55967

**CORP. NAME:** WORLD AVENUE U.S.A., LLC

<input type="checkbox"/> ARTICLES OF INCORPORATION	<input type="checkbox"/> ARTICLES OF AMENDMENT	<input type="checkbox"/> ARTICLES OF DISSOLUTION
<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> TRADEMARK/SERVICE MARK	<input type="checkbox"/> FICTITIOUS NAME
<input checked="" type="checkbox"/> FOREIGN QUALIFICATION	<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> LIMITED LIABILITY
<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MERGER	<input type="checkbox"/> WITHDRAWAL
<input type="checkbox"/> CERTIFICATE OF CANCELLATION		
<input type="checkbox"/> OTHER:		

**STATE FEES PREPAID WITH CHECK# 518091 FOR \$ 155.00**

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

**COST LIMIT: \$ \_\_\_\_\_**

**PLEASE RETURN:**

<input checked="" type="checkbox"/> CERTIFIED COPY	<input type="checkbox"/> CERTIFICATE OF GOOD STANDING	<input type="checkbox"/> PLAIN STAMPED COPY
<input type="checkbox"/> CERTIFICATE OF STATUS		

Examiner's Initials

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

**1. World Avenue U.S.A., LLC**

(Name of Foreign Limited Liability Company)

**2. Delaware**

(Jurisdiction under the law of which foreign limited liability company is organized)

**3. 20-4054451**

(FEI number, if applicable)

**4. 06/26/2006**

(Date of Organization)

**5. Perpetual**

(Duration: Year limited liability company will cease to exist or "perpetual")

**6. 06/29/06**

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

**7. 6001 Broken Sound Parkway, Suite 200**

**Boca Raton, FL 33487**

(Street Address of Principal Office)

**8. If limited liability company is a manager-managed company, check here**

**9. The name and usual business addresses of the managing members or managers are as follows:**

**World Avenue, LLC**

**6001 Broken Sound Parkway, Suite 200**

**Boca Raton, FL 33487**

**10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)**

**11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_**

**Internet Marketing and Advertising**

*Nooyber Ji*

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**Niuniu Ji**

Typed or printed name of signee

06 AUG - 9 AM 9:16  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA  
FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

**World Avenue U.S.A., LLC**

2. The name and the Florida street address of the registered agent and office are:

**CorpDirect Agents, Inc.**

(Name)

**515 East Park Avenue**

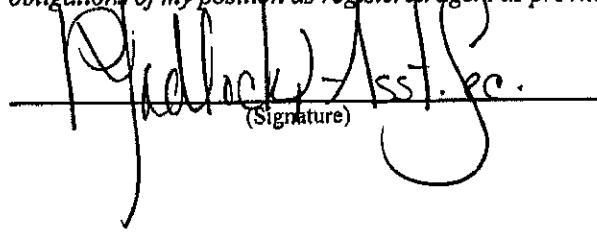
Florida Street Address (P.O. Box NOT ACCEPTABLE)

**Tallahassee**

**FL 32301**

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

  
(Signature)

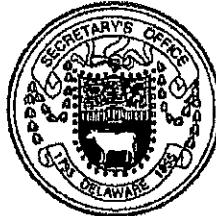
\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORLD AVENUE U.S.A., LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JULY, A.D. 2006.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

4181161 8300

060714417

AUTHENTICATION: 4937611

DATE: 07-28-06

## **EXHIBIT 7**

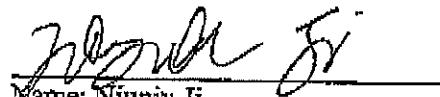
State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:13 PM 09/19/2006  
FILED 02:13 PM 09/19/2006  
SRV 060862981 - 4181161 FILE

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF FORMATION  
OF  
WORLD AVENUE U.S.A., LLC

This Certificate of Amendment of Certificate of Formation of World Avenue, U.S.A., LLC, a Delaware limited liability company (the "Company"), dated as of September 13, 2006, is being duly executed and filed by Niuniu Ji, as Authorized Person, to amend the Certificate of Formation of the Company filed with the Secretary of State of the State of Delaware on June 26, 2006 (the "Certificate of Formation") pursuant to § 18-202 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq. (the "Act").

1. Name. The name of the limited liability company is World Avenue U.S.A., LLC.
2. Amendment to the Certificate of Formation. The Certificate of Formation of the Company is hereby amended by deleting Section 1 thereof in its entirety and inserting the following in lieu thereof:
  1. Name. The name of the limited liability company formed hereby is TheUseful, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Certificate Formation as of the date first written above.



Name: Niuniu Ji  
Title: Authorized Person

## **EXHIBIT 8**

SEP-21-06

10:14AM FROM Greenberg Traurig, L.L.C.

H0600002336113

T-033

P.000/003

P-200

11000000004410

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H060002336113)))



H060002336113ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

06 SEP 21 AM 10:20  
FILED STATE  
DIVISION OF CORPORATIONS  
SECRETARY OF CORPORATIONS

To:  
Division of Corporations  
Fax Number : (850)205-0383

From:  
Account Name : GREENBERG TRAURIG (WEST PALM BEACH)  
Account Number : 075201001473  
Phone : (561) 650-7900  
Fax Number : (561) 655-6222

## LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

## WORLD AVENUE U.S.A., LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$55.00

RECEIVED

06 SEP 21 PM 12:34  
FLORIDA DIVISION OF CORPORATION[Electronic Filing Menu](#)[Corporate Filing Menu](#)[Help](#)

SEP-21-08 10:14AM FROM-Greenberg Traurig, P.A.

5519387098

T-183 P-002/003 F-280

((H06000233611 3)))

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO  
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

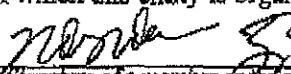
**SECTION I (1-3 must be completed)**

1. Name of limited liability company as it appears on the records of the Florida Department of State: World Avenue U.S.A., LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: August 10, 2006

06 SEP 21 AM 10: 20  
FIL ED STATE  
DIVISION OF CORPORATIONS  
SECRETARY OF

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 9/19/06
5. New name of the limited liability company: TheUseful, LLC
6. If the amendment changes the period of duration, indicate new period of duration: N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

  
Signature of a member or the authorized  
representative of a member

Niuniu Ji

Typed or printed name of signee

Filing Fee: \$25.00

((H06000233611 3)))

SEP-21-06 10:14AM FROM-Greenberg Traurig, P.A.

5813387000

T-183 P.003/003 F-280

# Delaware

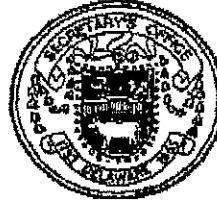
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THEUSEFUL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF SEPTEMBER, A.D. 2006.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF  
06 SEP 21 AM 10:20

4181161 8300  
060862981



Harriet Smith Windsor  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5052840

DATE: 09-19-06

## **EXHIBIT 9**

CERTIFICATE OF FORMATION

OF

WORLD AVENUE U.S.A., LLC

1. The name of the limited liability company is WORLD AVENUE U.S.A., LLC.
2. The address of its registered office in the State of Delaware is 615 South Dupont Highway, City of Dover, County of Kent. The name of its registered agent at such address is CorpDirect Agents, Inc..

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of WORLD AVENUE U.S.A., LLC this 13<sup>th</sup> day of September, 2006.

  
\_\_\_\_\_  
Authorized Person  
Niuniu Ji

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:51 AM 09/21/2006  
FILED 11:51 AM 09/21/2006  
SRV 060870687 - 4223730 FILE

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "WORLD AVENUE U.S.A., LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2006, AT 11:51 O'CLOCK A.M.

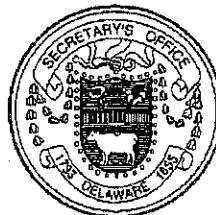
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "WORLD AVENUE U.S.A., LLC".

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4223730 8310

090688516

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7411296

DATE: 07-10-09

## **EXHIBIT 10**

**FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS**[Home](#)[Contact Us](#)[E-Filing Services](#)[Document Searches](#)[Forms](#)[Help](#)[Previous on List](#)[Next on List](#)[Return To List](#)**No Events****No Name History**

## Detail by Entity Name

### Foreign Limited Liability Company

WORLD AVENUE U.S.A., LLC

#### Filing Information

Document Number M06000005284

FEI/EIN Number 260004483

Date Filed 09/25/2006

State DE

Status ACTIVE

#### Principal Address

1613 NW 136TH AVE, SUITE 100  
SUNRISE FL 33323

Changed 11/07/2007

#### Mailing Address

1613 NW 136TH AVE, SUITE 100  
SUNRISE FL 33323

Changed 11/07/2007

#### Registered Agent Name & Address

CORPDIRECT AGENTS, INC.  
515 EAST PARK AVENUE  
TALLAHASSEE FL 32301 US

#### Manager/Member Detail

##### Name & Address

Title MGRM

WORLD AVENUE HOLDINGS, LLC  
1613 NW 136TH AVENUE, SUITE 100  
SUNRISE FL 33323

#### Annual Reports

##### Report Year Filed Date

2008 02/05/2008

2009 02/10/2009

2010 03/02/2010

#### Document Images

03/02/2010 -- ANNUAL REPORT

02/10/2009 -- ANNUAL REPORT	<a href="#">View image in PDF format</a>
02/05/2008 -- ANNUAL REPORT	<a href="#">View image in PDF format</a>
04/20/2007 -- ANNUAL REPORT	<a href="#">View image in PDF format</a>
09/25/2006 -- Foreign Limited	<a href="#">View image in PDF format</a>

**Note:** This is not official record. See documents if question or conflict.

[Previous on List](#)[Next on List](#)[Return To List](#)**No Events****No Name History**

[| Home](#) | [Contact us](#) | [Document Searches](#) | [E-Filing Services](#) | [Forms](#) | [Help](#) |

Copyright © and Privacy Policies  
State of Florida, Department of State

MOC 000005 284

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

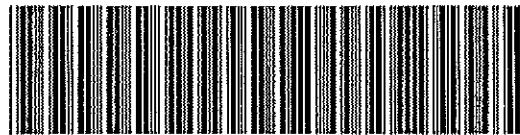
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700079804397

09/26/06--01003--009 \*\*155.00

RECEIVED  
06 SEP 25 5:31:45

RECEIVED  
06 SEP 25 5:31:45  
SUSAN M. RUMBAUGH  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
06 SEP 25 AM 9:05

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** TRACY SPEAR

**DATE:** 09/25/06

**REF. #:** 000466.57844

**CORP. NAME:** WORLD AVENUE U.S.A., LLC

<input type="checkbox"/> ARTICLES OF INCORPORATION	<input type="checkbox"/> ARTICLES OF AMENDMENT	<input type="checkbox"/> ARTICLES OF DISSOLUTION
<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> TRADEMARK/SERVICE MARK	<input type="checkbox"/> FICTITIOUS NAME
<input checked="" type="checkbox"/> FOREIGN QUALIFICATION	<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> LIMITED LIABILITY
<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MERGER	<input type="checkbox"/> WITHDRAWAL
<input type="checkbox"/> CERTIFICATE OF CANCELLATION		
<input type="checkbox"/> OTHER:		

**STATE FEES PREPAID WITH CHECK# 518560 FOR \$ 155.00**

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

**COST LIMIT: \$ \_\_\_\_\_**

**PLEASE RETURN:**

<input checked="" type="checkbox"/> CERTIFIED COPY	<input type="checkbox"/> CERTIFICATE OF GOOD STANDING	<input type="checkbox"/> PLAIN STAMPED COPY
<input type="checkbox"/> CERTIFICATE OF STATUS		

Examiner's Initials

FILED  
06 SEP 25 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. World Avenue U.S.A., LLC

(Name of Foreign Limited Liability Company)

## 2 Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 26-0004483

( FEI number, if applicable)

4. 9/21/06

(Date of Organization)

### 5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6

(Date first transacted business in Florida, if prior to registration.)

(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7, 6001 Broken Sound Parkway, Suite 200

Boca Raton, FL 33487

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

## World Avenue Holdings, LLC

6001 Broken Sound Parkway, Suite 200

Boca Raton, FL 33487

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

## Internet Marketing and Advertising

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

## Niuniu Ji

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

World Avenue U.S.A., LLC

2. The name and the Florida street address of the registered agent and office are:

CorpDirect Agents, Inc.

(Name)

515 East Park Avenue

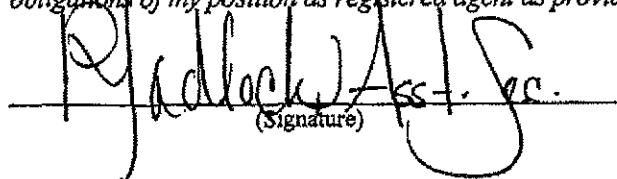
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

  
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORLD AVENUE U.S.A., LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2006.

4223730 8300

060870687



Harriet Smith Windsor  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5062077

DATE: 09-22-06